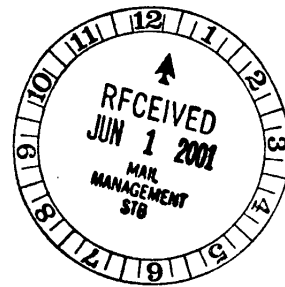


ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156



OF COUNSEL  
URBAN A. LESTER

June 1, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. **20358-G**  
JUN 1 '01 1:56 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended Sublease Agreement, dated as of May 15, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Sublease Agreement which was previously filed with the Board under Recordation Number 20358-F.

The names and addresses of the parties to the enclosed document are:

Sublessor: Bangor & Aroostook Railroad Company  
Northern Maine Junction Park  
RR#2, Box 45  
Bangor, Maine 04401

Sublessee: Great Northern Paper, Inc.  
One Katahdin Avenue  
Millinocket, Maine 04462

A description of the railroad equipment covered by the enclosed document is:

Sixty (60) woodchip cars: BAR 13000 – BAR 13059 inclusive.

Mr. Vernon A. Williams  
June 1, 2001  
Page 2

A short summary of the document to appear in the index is:

Memorandum of Amended Sublease Agreement.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bjg  
Enclosures

MEMORANDUM OF AMENDED SUBLEASE AGREEMENT  
As of May 15, 2001

THIS MEMORANDUM OF AMENDED SUBLEASE AGREEMENT is intended to evidence the AMENDMENT dated as of April 23, 2001 to the SUBLEASE AGREEMENT dated as of March 7, 2001 (the "Sublease"), by and between BANGOR & AROOSTOOK RAILROAD COMPANY, Northern Maine Junction Park, RR2 Box 45, Bangor, Maine 04401-9602 as Lessee and Sublessor ("Sublessor"), and GREAT NORTHERN PAPER, INC., One Katahdin Avenue, Millinocket, ME 04462, as Sublessee ("Sublessee"), for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 USC Section 11301 and with the Registrar General of Canada under applicable law. A Memorandum of Sublease Agreement has been filed with the STB on April 1, 2001 with Recordation Number 20358-F. The Sublease has been amended to cover Sixty (60) 7,200 cubic foot Woodchip Cars Bearing Car Numbers BAR 13000-13059 (the "Subleased Cars"). The Subleased Cars have been leased by Sublessor from Compass Rail II ("Lessor") pursuant to that Amended And Restated Railroad Equipment Lease Agreement dated as of May 1, 1998, (as supplemented and amended, the "Lease"), (STB Recordation Number 20358D), and the Sublease is subject and subordinate to the Lease.

IN WITNESS WHEREOF, Lender and Borrower have caused this Memorandum to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Sublessor: Bangor & Aroostook Railroad Company

By: B. F. Collins  
Title: Vice President & CEO  
Dated: May 17, 2001

RECORDATION NO. 20358-G FILED

JUN 1 '01 8:56 PM

STATE OF MAINE )  
COUNTY OF PENOBSCOT )

SURFACE TRANSPORTATION BOARD

On this 17<sup>th</sup> day of May, 2001, before me personally appeared B. F. Collins, to me personally known, who being by me duly sworn says that such person is VP & CEO of BANGOR & AROOSTOOK RAILROAD COMPANY, that the foregoing Memorandum of Sublease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Norma J. Griffiths  
Notary Public  
My commission expires 5/13/2007

Sublessee: Great Northern Paper, Inc.

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

STATE OF MAINE )  
COUNTY OF \_\_\_\_\_ )

This \_\_\_\_\_ day of \_\_\_\_\_, 1998 before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that such person is \_\_\_\_\_ of GREAT NORTHERN PAPER, INC. that the foregoing Memorandum of Sublease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public  
My commission expires \_\_\_\_\_



MEMORANDUM OF AMENDED SUBLEASE AGREEMENT  
As of May 15, 2001

THIS MEMORANDUM OF AMENDED SUBLEASE AGREEMENT is intended to evidence the AMENDMENT dated as of April 23, 2001 to the SUBLEASE AGREEMENT dated as of March 7, 2001 (the "Sublease"), by and between BANGOR & AROOSTOOK RAILROAD COMPANY, Northern Maine Junction Park, RR2 Box 45, Bangor, Maine 04401-9602 as Lessee and Sublessor ("Sublessor"), and GREAT NORTHERN PAPER, INC., One Katahdin Avenue, Millinocket, ME 04462, as Sublessee ("Sublessee"), for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 USC Section 11301 and with the Registrar General of Canada under applicable law. A Memorandum of Sublease Agreement has been filed with the STB on April 1, 2001 with Recordation Number 20358-F. The Sublease has been amended to cover Sixty (60) 7,200 cubic foot Woodchip Cars Bearing Car Numbers BAR 13000-13059 (the "Subleased Cars"). The Subleased Cars have been leased by Sublessor from Compass Rail II ("Lessor") pursuant to that Amended And Restated Railroad Equipment Lease Agreement dated as of May 1, 1998, (as supplemented and amended, the "Lease"), (STB Recordation Number 20358D), and the Sublease is subject and subordinate to the Lease.

IN WITNESS WHEREOF, Lender and Borrower have caused this Memorandum to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Sublessor: Bangor & Aroostook Railroad Company

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Dated: \_\_\_\_\_

STATE OF MAINE )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that such person is \_\_\_\_\_ of BANGOR & AROOSTOOK RAILROAD COMPANY, that the foregoing Memorandum of Sublease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public  
My commission expires \_\_\_\_\_

Sublessee: Great Northern Paper, Inc.

By: Eldon L. Doodx  
Title: President  
Dated: May 18, 2001

STATE OF MAINE )  
COUNTY OF Penobscot )

This 18th day of May, 2001, before me personally appeared ELDON L. DOODX, to me personally known, who being by me duly sworn says that such person is PRESIDENT of GREAT NORTHERN PAPER, INC. that the foregoing Memorandum of Sublease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen C. Healey  
Notary Public  
My commission expires 06/06/05